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September 22, 2008

HAND DELIVERY

Ernest Johnson, Director

Arizona Corporation Commission

Utilities Division

1200 W. Washington

Phoenix, AZ 85007

Arizona Corporation Commission

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Re: Willow Springs Utilities, L.L.C.; Certificate of Convenience and Necessity; Docket No. WS-20432A-05-0874; Decision No. 68963; Request for Additional Extension of Compliance Filing Dates.

Dear Mr. Johnson:

Willow Springs Utilities, L.L.C., (the "Company") requests a second extension of time to comply with certain provisions of the subject Decision. As you know, the Company has made substantial progress in obtaining the compliance items required. The Tariff, including the Curtailment Tariff, was filed. The CAAG 208 Plan Amendment and the ADWR approvals, clearly the two most difficult approvals to obtain, have been filed with the Commission. Also, the Pinal County Franchise, although not required to be filed, has been docketed.

Obtaining the four remaining items is on track, but will take some additional time to complete. Please recall this is a large master planned community that will benefit Pinal County in many ways, and is being developed by one of the nation's largest residential home builders. The Developers have invested multiple millions of dollars in this community, with even more planned, so it is essential that the entitlement process, including the CC&N continue. Also recall that the real estate market has been in turmoil for a couple of years. The existing residential market difficulties are widely reported, but the new community and land development business are equally, if not more, depressed. All that said, the Commission is well aware that large projects require complex entitlement and financing coordination, even in the best of times. Although this project has not proceeded on the timetable set forth at the hearing on this matter, the Developers are certain that with the Commission's assistance it will proceed, albeit on a delayed schedule.

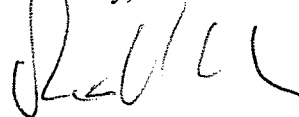
Having received the CAAG 208 Plan Amendment assures that Willow Springs will be the ADEQ designated wastewater provider. The Aquifer Protection Permit is in the "substantive review" phase of ADEQ processing and we expect it to be issued soon, but probably not by year-end. Once the APP is issued, the AZPDES can be processed.

As indicated in the Company's only other request for an extension, the Developer has replatted the initial phases of the development. It is expected that those plans will be submitted to ADEQ in the fourth Quarter 2008, but it is unlikely they will be approved so as to permit timely filing with the Commission by December 31, 2008. The final compliance requirement, the AOC, will obviously not be available for approximately one year after the ATC. This large project is well on its way and postured to proceed quickly when the market rebounds. Extending the compliance date on these items will permit this master planned community to proceed as contemplated by the Developers and the Commission at the time the Decision was issued.

Therefore, and to provide sufficient time for the Company to assure receipt of the required items, the Company hereby requests that the present due dates for the APP, AZPDES, and ATC be extended by two years to December 31, 2010, and the due date for the AOC be extended to December 31, 2011. As the Company receives the above approvals before the requested extended compliance dates, we will immediately docket them with the Commission.

Thank you for your consideration in this matter. In the event you have any questions regarding these matters, please do not hesitate to call the undersigned.

Sincerely,



Richard L. Sallquist

cc: Docket Control (15 copies)
Judge Marc Stern
Legal Division
Brian Bozzo
Alex Argueta
Kevin Tarbox
Bruce MacKenzie
Kristen Whatley